



Report on the remuneration policy and compensation paid

*pursuant to Article 123-ter of the Consolidated Financial Act, in compliance with
Article 84-quater of the Issuers' Regulation and Article 5 of the
Corporate Governance Code*

7 March 2024

INTRODUCTION

The report herein on the Remuneration and Compensation Policy (the "**Report**") has been prepared pursuant to Article 123-*ter* of Legislative Decree No. 58 of 24 February 1998, as amended and integrated (the "**Consolidated Finance Act**") and Article 84-*quater* of the Consob Regulation adopted by Consob Resolution No. 11971 of 14 May 1999 (the '**Issuers' Regulations**'), as well as in compliance with the recommendations of Article 5 of the Corporate Governance Code for Listed Companies prepared and adopted by the 'Corporate Governance Committee' and promoted by Borsa Italiana S.p.A. (the '**Corporate Governance Code**').

The report herein is divided in two Sections.

Section I, 'Remuneration Policy', illustrates the remuneration policy of Ascopiave S.p.A. ('**Ascopiave**' or the '**Company**') for the year 2024:

- (a) of the members of the Board of Directors, divided between Directors holding special offices (including executive Directors) and non-executive Directors of Ascopiave;
- (b) of the members of Ascopiave's Board of Auditors;
- (c) of Executives with Strategic Responsibilities (as defined below) of Ascopiave and Subsidiaries.

The report herein also illustrates the procedures used by the Company to adopt and implement this policy and the persons involved in its adoption and implementation. Section I, 'Remuneration Policy', is submitted to the binding vote of the Shareholders' Meeting pursuant to Article 123-*ter* of the Consolidated Finance Act.

Section II, "Compensation 2023", with reference to the same persons *under* (a), (b) and (c), shows the individual items that make up their remuneration and analytically illustrates the remuneration paid to such persons in the year 2023, for any reason and in any form, by Ascopiave and the companies controlled or affiliated by the latter.

With regard to Executives with Strategic Responsibilities (as defined below), it should be noted that the identification of this category of persons is carried out, in compliance with the Consob Regulation, having regard to the benchmarks envisaged in the definition provided in this respect by the Consob Regulation on Related Party Transactions, adopted by resolution no. 17221 of 12 March 2010, as subsequently amended and supplemented (the "**Regulation**") and the Procedure for Related Party Transactions

adopted by the Company, pursuant to the aforementioned Regulation, on 21 June 2021, and available on the Company's website (www.gruppoascopiave.it) (the "**Procedure**").

Furthermore, the report herein, pursuant to Article 84-*quater*, paragraph 4 of the Issuers' Regulation, sets forth in Table 3B the data concerning the shareholdings held by the members of the Board of Directors and the Board of Statutory Auditors, as well as by the Executives with Strategic Responsibilities in the Company and in companies controlled by the latter.

Section II, "Compensation 2023", is submitted to the advisory vote of the Shareholders' Meeting pursuant to Article 123-*ter* of the Consolidated Law on Finance.

Pursuant to the provisions of the Regulation and the Procedure, the Company's adoption of the remuneration policy, as well as the Shareholders' Meeting's vote on the same, at the proposal of the Board of Directors and after the involvement of the Company's Remuneration Committee, pursuant to art. 3.2 letter (b) of the Procedure, exempts Ascopiave from the application of the provisions of the same Procedure to the resolutions of the Board of Directors regarding the remuneration of Directors holding special offices - other than the resolutions passed by the Board of Directors within the limits of the total amount established in advance by the Shareholders' Meeting pursuant to Article 2389 of the Italian Civil Code - as well as of the General Manager and other Managers with Strategic Responsibilities.

SECTION I

“REMUNERATION POLICY”

1. FOREWORD

1.1 The section herein illustrates Ascopiave's remuneration and incentive policy (hereinafter referred to as the "**Remuneration Policy**") for members of the Board of Directors, statutory auditors and executives with strategic responsibilities, i.e. persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling the Company's activities, as defined in the Appendix to the Consob Regulation on Related Party Transactions No. 17221 of 12 March 2010, as identified from time to time pursuant to Paragraph 2.4.2 below (the "Executives with Strategic Responsibilities"). 17221 of 12 March 2010, as identified from time to time pursuant to Section 2.4.2 below (the '**Key Management Personnel**').

1.2 The Remuneration Policy is prepared in accordance with the recommendations of Article 5 of the "Corporate Governance Code" of listed companies prepared and adopted by the "Corporate Governance Committee" and promoted by Borsa Italiana S.p.A. (the "**Corporate Governance Code**"), to which the Company adheres, as well as pursuant to Article 3.2, letter (b) of the Procedure.

1.3 The Remuneration Policy, approved by the Company's Board of Directors on the proposal of the Remuneration Committee initially on 19 December 2011, was subsequently updated on an annual basis. It may be reviewed and updated by the Board of Directors, upon proposal of the Remuneration Committee, at least every three years, which will periodically assess its adequacy, overall consistency and concrete application. The Remuneration Policy will be submitted to the approval of the Shareholders' Meeting of the Company pursuant to Article 123-ter, paragraph 3-bis, of the Consolidated Law on Finance and will last one year (*i.e.* until the Shareholders' Meeting approves the draft financial statements as of 31 December 2024).

2. PROCEDURES USED FOR THE ADOPTION AND IMPLEMENTATION OF THE REMUNERATION POLICY

2.1 Process for the preparation and approval of the Remuneration Policy

The Remuneration Policy is: (i) approved by the Company's Board of Directors upon the proposal of the Remuneration Committee; and (ii) presented to the Shareholders' Meeting on the occasion of the approval of the draft financial statements and submitted to the binding vote of the shareholders pursuant to Article 123-ter, paragraph 3-bis and 3-ter, of the Consolidated Finance Act.

The Remuneration Policy was prepared and approved by the Company in the manner described above without the involvement of independent experts.

2.2 Relationship between the Remuneration Policy and the Risk Management Policy adopted by the Company

The Ascopiave Group (as defined below) has adopted a risk management model through the adoption of policies (including those for the management of financial risks), methodological and operational tools aimed at a better assessment of risks and the performance of monitoring checks on the control system relative to the risks identified. Taking into account Ascopiave's sector of activity, the Remuneration Policy is defined in accordance with the Company's risk management policy, also pursuing for this purpose an adequate balance between the fixed and variable components of remuneration.

2.3 Benchmarks for Defining the Remuneration Policy

The Remuneration Policy has been defined by the Company without reference to specific remuneration policies adopted by other companies, but rather in continuity with previous years and on the basis of the principles long followed by the Company in identifying and defining the remuneration of its Directors, Statutory Auditors and Executives with Strategic Responsibilities and the recommendations formulated by the Corporate Governance Code. The Remuneration Policy contributes to the Company's strategy, in particular to the pursuit of sustainable success, i.e. the creation of long-term value for the benefit of shareholders, taking into account the interests of the Company's other relevant stakeholders, through the definition of an appropriate remuneration mix to attract and retain talent in the long term and by means of incentive systems balanced in the short and long term, which assign objectives, both financial and non-financial, in line with the strategic plans defined by the Company.

2.4 Corporate Governance of the Company and Remuneration Policy

2.4.1 Ascopiave has adopted a governance model that ensures transparency, consistency at the level of the group of companies it heads (the '**Ascopiave Group**' or the '**Group**'), and adequate control in relation to remuneration policy and its implementation.

2.4.2 The Board of Directors has the following competences in the field of remuneration, based on the Regulations of the Board of Directors, lead independent Director and internal committees

approved by the Board of Directors on 11 November 2021:

- a) the drafting and approval of a policy for the remuneration of Directors, members of the Board of Statutory Auditors, and Executives with Strategic Responsibilities, which is functional to the pursuit of the Company's sustainable success and the creation of long-term value for shareholders, taking into account the interests of other stakeholders relevant to the Company, and which considers the need to dispose of, retain and motivate people with the competence and professionalism required by the role held;
- b) monitoring the implementation of and compliance with the remuneration policy, taking care, in particular, that the remuneration paid and accrued is consistent with the principles and benchmarks defined in the remuneration policy, in the light of the results achieved and other circumstances relevant to its implementation;
- c) as the case may be, the drafting and approval, or the proposal to the Shareholders' Meeting, of long-term or short-term remuneration plans based on financial or monetary instruments in favour of executive Directors, Executives with Strategic Responsibilities and other employees of the Group.

The aforementioned powers may be delegated by the Board of Directors to the Chief Executive Officer where permitted by law and the Articles of Association and consistent with the powers of internal bodies.

2.4.3 The Remuneration Committee - established within the Board of Directors - is vested with the following functions:

- (a) submits proposals or expresses opinions to the Board of Directors on the remuneration of executive Directors and other Directors who hold special offices, as well as on the setting of performance targets related to the variable component of such remuneration and on the integration of objectives related to social, environmental, economic sustainability or so-called "Environmental Social Governance" matters in the remuneration policy;
- (b) monitors the concrete application of the remuneration policy, verifying, in particular, the actual achievement of performance targets;

- (c) periodically evaluates the adequacy, at least annually, the overall consistency and the concrete application of the policy for the remuneration of Directors and Executives with Strategic Responsibilities;
- (d) examines and formulates proposals to the Board of Directors for the approval of incentives on an annual and long-term basis for executive Directors and other Directors who hold special offices, as well as on the setting of performance targets related to the variable component of such remuneration and for Executives with Strategic Responsibilities;
- (e) makes general recommendations to the Board of Directors in relation to the remuneration of other Directors;
- (f) It makes recommendations to the Board of Directors in relation to: (a) the use of the Company's share-based incentive plans and annual incentive plans; and (b) all relevant technical aspects related to their formulation and application, submitting, in particular, proposals to the Board of Directors regarding the incentive system deemed most appropriate;
- (g) evaluates the use, evolution and application of the incentive systems, including in particular the share-based incentive plans of the Company adopted from time to time, as well as the procedures for the selection of beneficiaries, the identification of objectives and the determination of bonuses as better described in the respective plans;
- (h) monitors the actual achievement of performance targets under the incentive plans for executive Directors and Executives with Strategic Responsibilities;
- (i) evaluates, at least every three years, its performance, as well as the adequacy, overall consistency and concrete application of the Company's remuneration policy, proposing any changes to the Board of Directors;
- (j) It assists the Board of Directors in particular matters or issues that are referred to or delegated by the Board from time to time;
- (k) performs functions concerning related party transactions in accordance with the RPT Procedure.

In formulating its proposals and making its evaluations, the Remuneration Committee shall take into account the provisions of the Corporate Governance Code and the vote and any evaluations expressed by the Shareholders' Meeting on the Remuneration Policy most recently submitted for approval.

- 2.4.4 The powers and operating rules of the Remuneration Committee are defined by the Rules of Procedure of the Board of Directors, Lead Independent Director and Internal Committees approved by the Board of Directors on 11 November 2021. In carrying out its functions, the Remuneration Committee may talk through the secretary with the company's internal parties competent for the subject matter and may make use of external consultants, under the terms established by the Board of Directors within the limits envisaged in the aforementioned regulations. Every decision of the Remuneration Committee shall be adopted with the favourable vote of the absolute majority of those present; in the event of a tie, the vote of the chairman of the committee (and not the chairman of the meeting if different from the chairman of the committee) shall prevail. The Chairman of the Board of Statutory Auditors may be invited to committee meetings, without voting rights, and the other members of the Board of Statutory Auditors may also be invited.
- 2.4.5 No Director takes part in the meetings of the Remuneration Committee to which proposals are made to the Board of Directors concerning his or her remuneration.
- 2.4.6 The Remuneration Committee consists of three non-executive Directors, the majority of whom are independent.
- 2.4.7 The Board of Statutory Auditors, in expressing its opinion on the remuneration of Directors holding special offices, pursuant to Article 2389, paragraph 3, of the Italian Civil Code, verifies the consistency of the proposals with the Remuneration Policy herein.
- 2.4.8 Group companies, in determining the remuneration due to their Directors and Executives with Strategic Responsibilities, follow the guidelines provided by Ascopiave and apply the guidelines envisaged by the Remuneration Policy herein.

3. REMUNERATION POLICY – GOALS AND PRINCIPLES

3.1 The Remuneration Policy is aimed at attracting and motivating qualified professional resources for the pursuit of the Company's and the Group's objectives, as well as providing incentives for the retention of such resources. Furthermore, with a view to increasing the value of the Company in a sustainable manner, the Remuneration Policy aims to align the interests of management with the medium to long-term interests of shareholders.

3.2 In order to achieve the above-mentioned objectives, the Remuneration Policy is defined on the basis of the following principles:

- **sustainability:** in defining remuneration, particularly through long-term incentive plans for executive Directors and Executives with Strategic Responsibilities, the Company must contribute to the sustainability of the Group, seeking to align individual objectives with those of Ascopiave. In accordance with this principle, in order to strengthen the link between remuneration and the sustainable growth of the Group and the Company's strategy, the long-term variable incentive mechanisms for executive Directors and Executives with Strategic Responsibilities are based on the achievement of certain objectives, as better specified below (see, with reference to executive Directors, paragraph 4.3.3), established in the Group's strategic plan approved by the Board of Directors on 15 January 2021 (the "**2020-2024 Strategic Plan**")¹ consistent with the strategic plan approved on 31 January 2022 (the "**2021-2025 Strategic Plan**") and the strategic plan approved on 09/02/2023 (the "**2022-2026 Strategic Plan**"). The Ascopiave Group's strategy, as defined in the 2020-2024 Strategic Plan and the 2021-2025 Strategic Plan and the 2022-2026 Strategic Plan, and lastly in the 2024-2027 Strategic Plan, is aimed at pursuing the creation of sustainable value generated towards the Group's stakeholders through the inclusion, among the strategic objectives, of aspects pertaining to the so-called "Environmental, Social and Governance" profiles. Consistently with this approach, it should be noted that the Board of Directors - subject to the favourable opinion of the Remuneration Committee - (i) proposed to the Company's Shareholders' Meeting called to approve the draft financial statements the adoption of the share-based incentive plan

¹ Documents containing detailed information on the Strategic Plan 2020-2024 and the Strategic Plan 2021-2025 and the Strategic Plan 2024-2027 are available on the Company's website www.gruppoascopiave.it.

LTI 2024-2026, and (ii) approved the monetary incentive plan LTI-GI 2024-2026, providing in both cases variable incentive mechanisms that take into account the achievement of objectives related to the Group's sustainable strategy. Remuneration is therefore directly linked to both individual performance and the creation of value in the medium-long term for the Company and, therefore, for its shareholders, also taking into consideration the so-called sustainable performance;

- **proper integration of different remuneration components:** the Company seeks the best balance between different forms of remuneration, first and foremost, between fixed and variable components as well as between the short-term and long-term variable component, but also taking into account benefits and non-monetary elements (such as career development paths). In this way, remuneration has a degree of flexibility that allows it to better align pay levels with performance over time;
- **Respect and enhancement of people:** Ascopiave recognises that commitment and professional potential are the determining benchmarks for remuneration and career development. The variable component is determined in such a way as to reward commitment and enhance the individual's contribution to the results achieved by the Group, without this becoming the prevailing component of remuneration;
- **Continuous monitoring of market practices and trends:** observing market practices and trends enables the company to both attract and retain qualified and appropriately motivated professional resources, by setting competitive remuneration levels and ensuring internal equity and transparency; and
- **compliance:** the Company is inspired by the best practices in the field of remuneration, starting from the recommendations of the Corporate Governance Code, and complies with the provisions of the "Regulations of Markets organised and managed by Borsa Italiana S.p.A.". (the "**Stock Exchange Regulations**") in order to maintain its qualification as a so-called "STAR" issuer. In addition, Ascopiave and the companies of the Group scrupulously comply with the laws governing the payment of compensation to members of their administrative bodies who are at the same time Directors of local entities that are shareholders, even indirectly, of Ascopiave and, if applicable, with the rules limiting the compensation payable by companies in which public entities hold an interest.

4. COMPONENTS OF REMUNERATION

4.1 Fixed component

The level of fixed remuneration of Ascopiave's Directors and Executives with Strategic Responsibilities is mainly related to: (i) competence and professionalism; (ii) the organisational role covered; (iii) responsibilities; and (iv) the commitment required in relation to the office.

The fixed component of the remuneration is in any case sufficient to remunerate the Director or manager even if the variable component is not paid due to the non-fulfilment of the performance targets.

Given the aim of attracting and motivating qualified and competent professionals, the Company constantly monitors market practices with regard to fixed remuneration components.

4.2 Short-Term Incentive (STI)

4.2.1 A portion of the variable remuneration of Ascopiave's executive Directors and Executives with Strategic Responsibilities may be related to short-term performance, meaning both individual performance and the results of the Company and Group.

4.2.2 The Company, in particular, has implemented a variable remuneration system, known as the "Short Term Incentive" or "STI" (the "**STI Plan**"), aimed at providing incentives - through the recognition of a variable remuneration - for the achievement of specific performance targets by the Group's management resources. Due to its nature, the STI Plan is configured as a system of management by objectives ("Management by Objectives" or "MBO"). The STI Plan, adopted by the Board of Directors after hearing the opinion of the Remuneration Committee, envisages specific objectives for each recipient or category of recipients, identified, in accordance with the specific regulation, with the assistance of the heads of the various business areas of the company and the "People & Stakeholder Relations" Department, using specific parameters used by management to monitor the performance of the business line of each plan recipient or economic indicators (such as EBITDA or EBIT), consolidated or related to such business lines, and other efficiency and productivity indices. In identifying the specific performance targets and related parameters, the relevant functions will take into account the need to ensure: (a) precise, clear, objectively measurable and previously indicated and determined targets; (b) coordination with the Company's and Group's objectives; (c) with reference to the Directors and/or Executives with

Strategic Responsibilities who are members of the Independent Manager, compliance with the obligations established by the Regulatory Authority for Energy, Networks and Environment ("ARERA") on the subject of functional unbundling under which, in particular it is forbidden for the members of the independent operator - established pursuant to the "Functional Unbundling Text", adopted by ARERA with Resolution No. 296/2015/R/com (the "TIUF") - (the "**Independent Operator**") to have remuneration policies or incentive systems directly or indirectly connected to the performance of sales activities. A non-preponderant part of the objectives assigned to the recipients of the STI Plan may be linked to qualitative objectives, the achievement of which will be assessed by the Board of Directors or the corporate functions delegated to this task.

4.2.3 The STI Plan will provide for maximum limits to the bonus payable so that they may not exceed the threshold determined annually by the Board of Directors, after consulting the Remuneration Committee, and may provide for deferred payment mechanisms for all or part of the bonuses payable. The payment of bonuses will be subject to the achievement of a certain minimum threshold of the annual targets set. When this threshold is reached, the amount of the bonus payable will vary proportionally in relation to the achievement of the envisaged objective, so as to link the receipt of the variable component to the actual improvement of the performance indicators set as objectives by the Board of Directors.

4.3 Long-Term Incentive (LTI)

4.3.1 The variable component of the remuneration of Ascopiave's executive Directors and Executives with Strategic Responsibilities must also be oriented towards a medium-long term horizon, so as to: (i) focus the attention of beneficiaries on factors of strategic interest; (ii) foster their loyalty; (iii) align remuneration to the creation of value, in the medium-long term, for shareholders and to the sustainable success of the Company; and (iv) guarantee an overall competitive level of remuneration.

4.3.2 Medium-long term incentives (so-called "Long Term Incentive" or "LTI") may also be implemented through compensation plans based on financial instruments, prepared by the Board of Directors after hearing the opinion of the Remuneration Committee and duly authorised by the Shareholders' Meeting pursuant to Article 114-bis of the Consolidated Law on Finance. Such plans may not include among the beneficiaries the Directors and/or Executives with Strategic Responsibilities who are members of the Independent Manager, who under the

functional unbundling rules may not hold, even indirectly, economic interests such as equity instruments or shares in the sales activities carried out by the vertically integrated company (as defined in the TIUF) or by other companies of the corporate group to which the latter belongs.

4.3.3 In particular, the Company may approve

- (i) the so-called option grant plans, which provide for the allocation of option rights for the subsequent purchase of Ascopiave shares with settlement by physical delivery (so-called stock options) or in cash on the basis of a differential (so-called stock appreciation rights);
- (ii) so-called stock grant plans, based on the direct allocation of Ascopiave shares;
- (iii) compensation plans that result in the payment (including through the allocation of shares) of a bonus that takes into account the performance of Ascopiave shares and/or the performance of the Company and the Group; and
- (iv) medium-long term incentive plans based on the economic-financial performance and/or other efficiency and productivity indexes specific to certain business lines (e.g. gas distribution) to which the recipients of this type of incentive belong.

Beneficiaries of these plans may be employees or Directors of Ascopiave and Group companies, provided that they are involved in the management of Ascopiave or the Group. The awarding of benefits will be subject to the passage of an appropriate time interval (and in any case, no less than three years), which will take into account, for example, the objectives of the individual plan and the Directors' term of office, as well as the achievement of specific pre-defined performance targets closely correlated with the Company's medium/long-term *targets* or specific business lines, including those of individual subsidiaries. It should be noted that the aforesaid performance targets must be defined in compliance with the obligations established by ARERA on the subject of functional unbundling, pursuant to which, in particular, remuneration policies or incentive systems directly or indirectly connected to the performance of the sales activity are prohibited for Directors and/or Executives with Strategic Responsibilities who are members of the Independent Director.

The plans may also provide that a portion of the shares granted to, or purchased by, the beneficiaries be retained by them for a predetermined period of time. In the event that the plans for Directors do not provide for the assignment or purchase of shares, but for the payment of

cash bonuses, the Company may provide for share retention mechanisms (e.g., providing that a portion of the bonuses granted is reinvested by the beneficiary in Company shares that must be kept until the end of the term of office). The assignment of the option rights or shares, as well as the recognition of cash differentials, will be related to: (i) the individual beneficiary's ability to contribute to the Company's development; (ii) the professional competence and the role held in the Company's organisational chart; (iii) the level of overall remuneration received; and (iv) loyalty requirements.

In line with the principles outlined above, on 7 March 2024, the Board of Directors of Ascopiave, on the proposal of the Remuneration Committee, approved the share-based incentive plan "LTI 2024-2026" (the "**LTI 2024-2026 Plan**"). The plan represents a medium-long term incentive scheme based on the assignment of a bonus related to the Group's performance over the three-year period 2024-2026 (the *vesting* period of the plan) with respect to the Group's EBITDA and Consolidated Net Income². In particular, the 2024-2026 LTI Plan envisages that, following the approval of the Ascopiave Group's consolidated financial statements as of 31 December 2026 and the achievement of the aforementioned performance targets, a bonus will be paid to the beneficiaries consisting of (i) 75% of a cash component; and (ii) 25% of a share component. In order to reinforce the alignment of the individual interests of the beneficiaries of the LTI 2024-2026 Plan with the objective of creating value for shareholders in the medium-long term, any shares that will be granted under this plan will be subject to a two-year prohibition on alienation (the so-called share retention period) from the time of grant.

It should also be noted that, consistently with the sustainable performance targets envisaged in the 2024-2027 Strategic Plan, pursuant to the 2024-2026 LTI Plan regulation, the payment of the 7.5% bonus to beneficiaries on the basis of the achievement of the performance targets indicated above will be: (i) postponed by one year; and (ii) conditional upon the achievement of the 2027 CO₂ reduction target emitted in relation to the Group's activities, envisaged in the 2024-2027 Strategic Plan.

The LTI 2024-2026 Plan also includes a so-called "claw-back" clause. "claw-back" clause, pursuant to which the beneficiaries will be required to return the sums received in the event that the

² Group EBITDA and Consolidated Net Profit data from Ascopiave's consolidated financial statements.

disbursement of such sums was determined on the basis of data that later turned out to be manifestly erroneous, regardless of the responsibility for the error, or in the event that the achievement of the objectives is attributable to wilful or gross negligence, in any case carried out in violation of the reference standards, aimed at altering the results used to accomplish the objectives envisaged in the LTI 2024-2026 Plan.

For further information on the LTI 2024-2026 Plan, reference should be made to the information document prepared pursuant to Article 84-bis and Schedule 7, Annex 3A, of the Issuers' Regulations, and the related explanatory report prepared pursuant to Articles 114-bis and 125-ter of the Consolidated Law on Finance, both of which are made available to the public within the terms and according to the procedures set forth by the applicable regulations.

It should be noted that, in order to comply with the sector's regulatory provisions on functional unbundling, certain resources with management functions - potentially recipients of the long-term incentive scheme described above - may not be among the beneficiaries of the LTI 2024-2026 Plan.

Therefore, a medium-long term incentive system has been defined as an alternative and complementary to the one described *above*, in order to ensure that the remuneration of these individuals (as well as the other executives/Directors) is aligned with the industrial strategy and the pursuit of the objectives, including sustainable success, of Ascopiave and the Ascopiave Group. In particular, on 5 March 2024, the Board of Directors, upon the proposal of the Remuneration Committee, approved the "LTI-GI 2024-2026" monetary incentive plan (the "**LTI-GI 2024-2026 Plan**"). The plan, which is not subject to the approval *process* provided for by the Consolidated Finance Act in relation to plans based on financial instruments, provides for the awarding of a monetary bonus related to the Group's performance over the three-year period 2024-2026 with respect to the Group's EBITDA and ROI of the gas distribution business³. The LTI-GI 2024-2026 Plan envisages that, following the approval of the Ascopiave Group's consolidated financial statements as of 31 December 2026 and the achievement of the aforementioned performance targets, an all-cash bonus will be disbursed to the beneficiaries.

³Group EBITDA data taken from Ascopiave's consolidated financial statements and ROI (*Return on Investment*) data taken from restatements of individual financial statements of companies in the Group's distribution business.

Also in this case, the LTI-GI 2024-2026 Plan provides that the payment of the 7.5% bonus to the beneficiaries on the basis of the achievement of the performance targets set forth above will be: (i) postponed by one year; and (ii) contingent upon the achievement of the 2027 CO₂ reduction target emitted by the Group's operations envisaged in the 2024-2027 Strategic Plan.

Finally, the LTI-GI 2024-2026 Plan includes a so-called "claw-back" clause. Finally, the LTI-GI 2024-2026 Plan provides for a "claw-back" clause, pursuant to which the beneficiaries will be required to repay the sums received in the event that the disbursement of such sums was determined on the basis of data that later turned out to be manifestly erroneous, regardless of the responsibility for the error, or in the event that the achievement of the objectives is attributable to wilful or grossly negligent conduct, in any event in violation of the reference standards, aimed at altering the results used to achieve the objectives envisaged in the LTI-GI 2024-2026 Plan.

4.4 Benefits and insurance coverage, i.e. social security or pension coverage, other than compulsory

With the aim of ensuring an overall remuneration offer that is as competitive as possible and in line with the best market practice, the remuneration package of Directors holding special offices, of Executives with Strategic Responsibilities, and of resources with management functions, may be completed by non-monetary benefits such as, for example, a company car for mixed use and forms of supplementary health insurance.

4.5 Treatment in the event of termination of office or termination of employment

The Company may agree on treatments related to the termination of office of Directors, or termination of employment with Executives with Strategic Responsibilities, where this is deemed appropriate in order to attract adequate professional resources or within the scope of any investment agreements entered into in the exercise of its core business. In any case, such treatment shall not be due if the relationship is terminated for just cause. The Company also reserves the right to provide for a link between the amount of the treatment due in the event of termination of the relationship and the performance *of* the Company itself.

As of the date of the report herein, except as described in paragraph 4.6 below, there is no provision for any treatment in the event of Directors leaving office, nor in the event of termination of employment of Executives with Strategic Responsibilities, nor are there any

agreements in place that envisage the stipulation of consultancy contracts for the period following the termination of the office or employment relationship.

It should be noted that, should agreements be signed with a Director or manager for the recognition of severance pay, the total amount of such severance pay in addition, for employees only, to the notice determined pursuant to the applicable national collective bargaining agreements shall not exceed 2 years of the fixed component of such Director's and/or manager's remuneration, in line with the provisions of European Commission Recommendation No. 385 dated 30 April 2009.

Lastly, pursuant to the Corporate Governance Code in force, on the occasion of the termination of office and/or termination of the relationship with an executive Director or a General Manager, the Company will disclose detailed information on the matter, following the internal processes that lead to the allocation or recognition of said indemnities and/or other benefits, by means of a press release to the market.

With respect to the LTI 2024-2026 Plan and the LTI-GI 2024-2026 Plan, the right of each beneficiary to the payment of premiums will accrue provided that the beneficiary has maintained during the vesting period an employment relationship or an administrative relationship with Ascopiave or with a company of the Ascopiave Group.

In the case of beneficiaries of the LTI 2024-2026 Plan or the LTI-GI 2024-2026 Plan holding an employment or Directorship relationship, if such relationship ceases during the vesting period, as a result of the death, retirement, dismissal without just cause of the employee or removal without just cause from the office of Director, the beneficiary will retain the right to receive the award at the end of the vesting period. It is understood that, in such a case, the amount of the bonus shall be determined taking into account the period during which the employment or Directorship remained in force.

Notwithstanding the foregoing, in any other case of termination of employment or Directorship, the beneficiary of the LTI 2024-2026 Plan or the LTI-GI 2024-2026 Plan shall forfeit any and all rights to receive all or part of the award.

Finally, it should be noted that each of the Executives with Strategic Responsibilities (including the General Manager) is currently employed by the Group with an open-ended contract.

Therefore, in the event of termination of the relationship, the applicable notice period is that provided for by the respective national collective labour agreements applied. The average duration of the notice period is 8 months (can be reduced to one third of this value in the event of resignation by the employee).

4.6 Non-competition agreements

To protect the Company's interests, Ascopiave may enter into non-competition agreements with its Directors, Executives with Strategic Responsibilities, and resources with management functions in the Ascopiave Group, related to termination of office or termination of employment.

On 14 March 2016, in order to protect the Company's commercial and competitive interest, the Board of Directors resolved to proceed with the signing of non-competition agreements with certain Executives with Strategic Responsibilities, identified on the basis of the role held, the knowledge acquired, and the market scenario.

These agreements provide, inter alia, for transfer prohibitions and confidentiality obligations. The duration of the agreements is 30 months, starting from the date of termination of employment. The total consideration to be paid to such executives shall not exceed 45% of the fixed component of the last gross remuneration of the executives, multiplied by the duration of the individual agreements. The consideration for such non-competition agreements shall be paid only upon termination of employment.

In the event of non-fulfilment of the obligations under the non-competition agreements by the Executive with Strategic Responsibilities, the defaulting party shall return the sums received in relation to the specific obligations undertaken, increased by an amount, by way of penalty, equal to the last gross annual salary received, without prejudice, in any event, to the Company's right to claim compensation for any further damage suffered.

For detailed information on any amounts paid by Ascopiave as consideration under the non-competition agreements described in this Paragraph, please refer to the information contained in Part B of Section II of the report herein.

4.7 Claw-Back Mechanisms

The Company has introduced contractual mechanisms that attribute to it the right to obtain the restitution, in whole or in part, of variable remuneration components paid (or to withhold amounts subject to deferral), determined on the basis of data that subsequently turned out to be manifestly erroneous, regardless of the responsibility for the error, or in the event the achievement of the targets is attributable to wilful or grossly negligent conduct, in any case carried out in violation of the reference regulations, aimed at altering the results used to achieve the targets (the so-called claw-back mechanisms). The claw-back clauses are provided with respect to the STI Plan, the LTI 2024-2026 Plan and the LTI-GI 2024-2026 Plan.

4.8 Exceptions to the Remuneration Policy

Pursuant to Article 123-ter, paragraph 3-bis, of the Consolidated Finance Act, Ascopiave grants compensation only in accordance with the Remuneration Policy. Nonetheless, in the presence of exceptional circumstances - by which is meant those situations in which deviation from the Remuneration Policy is necessary to pursue the long-term interests and sustainability of the Company as a whole or to ensure its ability to stay on the market - Ascopiave may deviate - even if only temporarily - from the Remuneration Policy by introducing, modifying/revising or eliminating the following items of remuneration (a) the type or qualitative and/or quantitative performance targets of short-term or long-term variable remuneration plans, (b) the methods, timing and/or procedures for assessing the relative levels of achievement of qualitative and/or quantitative performance targets of short-term or long-term variable remuneration plans, (c) performance and/or pay-out curves, (d) the type of financial instruments to be allocated and/or the amounts to be assigned to the beneficiaries of short or long-term variable remuneration plans and the duration of the relative vesting period, (e) lock-up and claw-back clauses (f) entry bonuses aimed at favouring the entry/hiring of new key resources, (g) retention bonuses linked to the commitment to maintain the employment relationship with the company for a given period, (h) termination indemnities or other compensation in relation to the termination of the employment relationship or office.

Such exceptional circumstances may include, but are not limited to, significant changes in the scope of the Group's activities (e.g. as a result of mergers and acquisitions, such as the sale of shareholdings or companies related to activities on which the performance targets of the

Remuneration Policy were based) or the acquisition of a significant business not included in the Remuneration Policy itself, or the need to replace, due to unforeseen events, a managing Director and the need to negotiate a remuneration package quickly, where the constraints contained in the Remuneration Policy could limit the possibilities of attracting managers with the most appropriate professional skills to manage the company.

In the event of a waiver of the Remuneration Policy pursuant to the section herein 4.8 the provisions on related party transactions envisaged in the Rules and Procedure shall apply.

5. DIRECTORS' REMUNERATION

5.1 The remuneration of Directors holding special offices

5.1.1 In addition to the remuneration due to each member of the Board of Directors determined within the framework of the allocation of the remuneration defined by the Shareholders' Meeting pursuant to Article 2389, paragraph 1, of the Italian Civil Code, the remuneration due to Directors holding special offices is defined by the Board of Directors, upon proposal of the Remuneration Committee.

5.1.2 In the report herein - including in the section herein 5 - the reference to the Chief Executive Officer also considers the offices held by him as Chairman of the Board of Directors and General Manager and the related remuneration.

5.1.3 In accordance with the principles envisaged in Paragraph 4 above, the remuneration of Ascopiave Directors holding special offices shall consist of (i) an annual fixed component that takes into account the particular offices held by the Directors; and (ii) in the case of Directors to whom specific functions are delegated and, therefore, executive Directors, a variable component in the form of the STI Plan and the LTI Plan 2024-2026, as described in Paragraphs 4.2 and 4.3 above.

5.1.4 The total value of the incentive plans for Directors to whom specific functions are delegated may not exceed the fixed component; the relative maximum limit will be determined annually by the Company's Board of Directors, after consulting the Remuneration Committee.

5.1.5 Bonuses and one-off payments of a discretionary nature may be assigned by the Board of Directors to executive Directors in connection with extraordinary operations of strategic

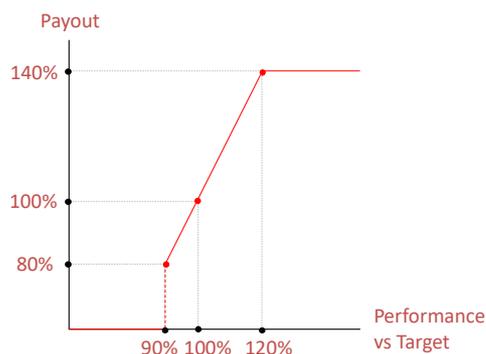
importance for Ascopiave or the Group (for example, the completion of extraordinary finance operations, reorganisation or mergers&acquisitions⁴), and/or to obtaining concessions or winning tenders that are of strategic importance for Ascopiave or the Group, and/or to extraordinary performance and/or to the execution of other projects of strategic importance, which cannot be adequately reflected in the variable components of remuneration in the short and medium-long term. The attribution and quantification - to be defined in proportion to the value of the project and/or operation and/or concession obtained and/or the relevance of the results achieved and also taking into account the overall remuneration already paid to the beneficiary under ordinary remuneration systems - of this component of remuneration shall be subject to the application of the rules on transactions with related parties envisaged in the Regulation and Procedure.

5.1.6 With reference to the short-term variable component of the remuneration envisaged for executive Directors, it should be noted that, consistently with the principles envisaged in paragraph 4.2, this component is achievable against, and in proportion to, the achievement of annual performance targets established by Ascopiave's Board of Directors at the proposal of the Remuneration Committee. Below are the performance targets assigned to Ascopiave's Chief Executive Officer, the only executive Director as of the date of the report herein, as part of the STI Plan for the year 2024, with the related figures:

Target Assigned 2024	Relative Target Weight
Group EBITDA	35%
Net financial debt/EBITDA	30%
Optimising financial management	30%
Consolidated Net Profit	5%

⁴ Such as, but not limited to, sales and/or acquisitions of shareholdings, companies, business units, partnership agreements or joint ventures.

- 5.1.7 The short-term variable component (STI) for the Chief Executive Officer envisages the assignment, linked to the achievement of the objectives described *above*, of a target bonus in the amount of 20% of fixed remuneration. It should be noted that the short-term variable component in favour of the CEO is payable on condition that a minimum target (so-called "gate") linked to Group EBITDA (minimum 85% of target) is reached.
- 5.1.8 The amount of the short-term variable component ("payout") of the Chief Executive Officer's remuneration is determined in relation to the achievement of each of the assigned targets, according to the relative weight assigned to each target. In particular, the payout is defined for each of the performance targets described above, between a minimum performance value (in the event of achieving 90% of the performance target) and a maximum performance value (in the event of achieving 120% of the performance target). The relationship between the performance achieved for each of the above performance targets and the payout is shown below:



- 5.1.9 As regards the medium-long term variable component of the remuneration envisaged for executive Directors, it should be noted that, as illustrated in section 4.3 above, on 7 March 2024 the Board of Directors, upon the proposal of the Remuneration Committee, approved the LTI 2024-2026 Plan, which will then be submitted for approval to the Shareholders' Meeting scheduled for 17 April 2024 on first call and 18 April 2024 on second call, and whose beneficiaries include the Chief Executive Officer.
- 5.1.10 The amount of the medium-long term variable component of the Chief Executive Officer's remuneration is determined based on the achievement of the objectives described in the LTI 2024-2026 Plan. According to the regulation of the LTI 2024-2026 Plan, the Chief Executive Officer will receive a bonus - to be paid 75% in cash and 25% in Ascopiave shares - that varies

depending on the level of EBITDA/Net Profit achieved with respect to *the target* envisaged in the LTI 2024-2026 Plan. In particular, according to the regulation of the LTI 2024-2026 Plan, the amount of the medium-long term variable remuneration to which the Managing Director shall be entitled shall be determined by applying a multiplier (to be determined upon the achievement of the aforesaid performance targets) to a target amount (equal to 20% of the fixed remuneration of the Managing Director's annual remuneration for each of the three years of the vesting period of the plan) (the "**AD Target Bonus**"). Below is the table for determining the multiplier to be applied to the Target AD Bonus, in relation to the achievement of various performance targets⁵ :

Performance Indicator: Group EBITDA	Factor	Performance Indicator: Net Profit	Factor
Actual EBITDA <90% of Three-Year Target	0	Actual Net Profit <90% of Three-Year Target	0
Actual EBITDA between 90% and 94.99% of Three-Year Target	0.3	Actual Net Profit between 90% and 94.99% of Three-Year Target	0.3
Actual EBITDA between 95% and 99.99% of Three-Year Target	0.4	Actual Net Profit between 95% and 99.99% of Three-Year Target	0.4
Actual EBITDA between 100% and 104.99% of Three-Year Target	0.5	Actual Net Profit between 100% and 104.99% of Three-Year Target	0.5
Actual EBITDA > 105% of Three-Year Target	0.6	Actual Net Profit > 105% of Three-Year Target	0.6

The 2024-2026 LTI Plan provides that the payment of the 7.5% bonus (10% of the portion of the bonus in cash) to beneficiaries on the basis of the achievement of the performance targets set forth above will be: (i) postponed by one year; and (ii) contingent upon the achievement of the 2024 CO₂ reduction target emitted by the Group's operations envisaged in the 2024-2027 Strategic Plan.

With reference to the effects of the possible termination of the Directorship on the rights granted under the LTI 2024-2026 Plan, please refer to what is described in Section 4.5 above.

The People & Stakeholder Relations Department (with the support of the functions competent for the processing and management of the data relating to the Plan) ascertains whether the objectives assigned have actually been achieved, by comparing the results set with the data provided by the competent internal functions on the basis of analytical surveys, with reference to the financial statements, and communicates these findings to the Remuneration Committee.

⁵ Actual EBITDA and Actual Net Profit refer to the final figures for the three-year period 2021-2023 of Group EBITDA and Consolidated Net Profit, taken from Ascopiave's Consolidated Financial Statements.

5.2 The remuneration of non-executive Directors

- 5.2.1 The remuneration of non-executive Directors is normally determined by the Board of Directors, within the framework of the allocation of remuneration defined by the Shareholders' Meeting pursuant to Article 2389, paragraph 1, of the Italian Civil Code, upon proposal of the Remuneration Committee. The remuneration provides for remuneration commensurate with the competence, professionalism and commitment required in relation to the tasks assigned to non-executive Directors. In the latter regard, the Board of Directors, upon proposal of the Remuneration Committee, may provide for additional compensation taking into account the commitment required of each non-executive Director, in particular for participation in one or more committees.
- 5.2.2 The remuneration of non-executive Directors is established as a fixed amount and cannot be linked to Ascopiave's economic results. In particular, these Directors are not beneficiaries of the incentive plans approved by the Company.

6. REMUNERATION OF EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

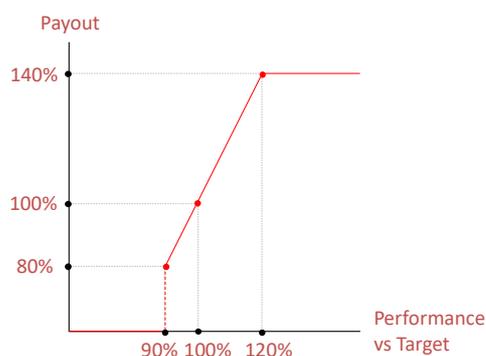
- 6.1.1 Consistent with the principles envisaged in paragraph 4, the remuneration of Executives with Strategic Responsibilities is composed of: (i) a gross annual fixed component; (ii) a short-term variable component, through participation in the STI Plan adopted by the Company from time to time; and (iii) a long-term variable component, through participation in the long-term incentive plans (LTI) approved by Ascopiave from time to time.
- 6.1.2 The portion of variable remuneration, linked to the economic results achieved by the Company as well as to the attainment of individual performance targets identified in advance, may not preponderate over the fixed component of the executive's remuneration; the relative maximum limit will be determined annually by the Board of Directors, after consulting the Remuneration Committee.
- 6.1.3 *Bonuses* and one-off payments of a discretionary nature may be assigned by the Board of Directors to Executives with Strategic Responsibilities in connection with extraordinary transactions of strategic importance for Ascopiave or the Group (for example, the completion of

extraordinary finance transactions, reorganisation or mergers&acquisitions⁽⁶⁾), and/or to the obtaining of concessions or awarding of tenders that are of strategic importance for Ascopiave or the Group, and/or to extraordinary performance and/or to the execution of other projects of strategic importance, which cannot be adequately reflected in the variable components of remuneration in the short and medium-long term. The allocation and quantification - to be defined in proportion to the value of the project and/or operation and/or concession obtained and/or the relevance of the results achieved and also taking into account the total remuneration already disbursed to the beneficiary under the ordinary remuneration systems - of this component of remuneration shall be subject to the application of the rules on transactions with related parties envisaged in the Regulation and Procedure.

- 6.1.4 With regard to the short-term variable component of the remuneration envisaged for Executives with Strategic Responsibilities, it should be noted that this component is achievable upon, and in proportion to, the achievement of annual performance targets set by Ascopiave's Board of Directors at the proposal of the Remuneration Committee. The short-term variable incentive (STI) awarded in the event of full achievement of the performance targets identified is on average equal to 20% of the fixed component of the executive's annual remuneration.
- 6.1.5 As anticipated, the short-term variable component of the remuneration of Executives with Strategic Responsibilities is determined having regard to the tasks and responsibilities assigned to each executive and linked to the achievement of budget and function objectives established on an annual basis. The extent of the variable remuneration (so-called "payout") may vary depending on the achievement of the objectives. In particular, with reference to each objective, the payout may vary between a minimum performance value (below which the bonus associated with the objective is not paid) and a maximum performance value, beyond which the payout is constant (so-called "overachievement"). It should be noted that the short-term variable component in favour of Executives with Strategic Responsibilities is payable provided that a minimum target (so-called "gate") linked to the Group's EBITDA is reached (minimum 85% of the target).
- 6.1.6 The short-term variable component of Executives with Strategic Responsibilities is measured

⁶ Such as, but not limited to, sales and/or acquisitions of shareholdings, companies, business units, partnership agreements or joint ventures.

against Group economic targets or targets relating to the reference Department, as well as service and project targets relating to the respective Departments. The Group economic objectives assigned to Executives with Strategic Responsibilities envisage the following parameters: Group EBITDA, Financial Debt/EBITDA ratio, Financial Management Optimisation (measured on the basis of the "Net Financing Rate"). The relationship between the performance achieved for each of the objectives and the related payout is shown below:



- 6.1.7 As regards the medium-long term variable component, it should be noted that, as illustrated in paragraph 4.3 above, on 7 March 2024 the Board of Directors, upon the proposal of the Remuneration Committee, approved the LTI 2024-2026 Plan, whose beneficiaries also include Executives with Strategic Responsibilities. The long-term variable incentive awarded in the event of full achievement of the identified performance targets is on average equal to 20% of the fixed compensation on an annual basis for each of the three years of the plan) (the "**DRS Target Award**").
- 6.1.8 The amount of the medium-long term variable component of the remuneration of Executives with Strategic Responsibilities is determined based on the achievement of the objectives described in the LTI 2024-2026 Plan. According to the regulation of the LTI 2024-2026 Plan, each Executives with Strategic Responsibilities will receive a bonus - to be paid 75% in cash and 25% in Ascopiave shares - variable depending on the level of EBITDA/Net Profit achieved with respect to the *target* envisaged in the LTI 2024-2026 Plan. In particular, according to the regulation of the LTI 2024-2026 Plan, the amount of the medium-long term variable remuneration to which each Executive with Strategic Responsibilities shall be entitled shall be determined by applying a multiplier (to be determined upon the achievement of the aforesaid performance targets) to a target amount (equal to 20% of the fixed remuneration on an annual basis of such Executive with Strategic Responsibilities for each of the three years of the vesting period of the plan) (the "DRS

Target Bonus"). Below is the table for determining the multiplier to be applied to the DRS Target Award, in relation to the achievement of various performance targets:

Performance Indicator: Group EBITDA	Factor	Performance Indicator: Net Profit	Factor
Actual EBITDA <90% of Three-Year Target	0	Actual Net Profit <90% of Three-Year Target	0
Actual EBITDA between 90% and 94.99% of Three-Year Target	0.3	Actual Net Profit between 90% and 94.99% of Three-Year Target	0.3
Actual EBITDA between 95% and 99.99% of Three-Year Target	0.4	Actual Net Profit between 95% and 99.99% of Three-Year Target	0.4
Actual EBITDA between 100% and 104.99% of Three-Year Target	0.5	Actual Net Profit between 100% and 104.99% of Three-Year Target	0.5
Actual EBITDA > 105% of Three-Year Target	0.6	Actual Net Profit > 105% of Three-Year Target	0.6

As mentioned above, the 2024-2026 LTI Plan provides that the payment of the 7.5% bonus (corresponding to 10% of the portion of the bonus to be paid in cash) to be paid to the beneficiaries on the basis of the achievement of the performance targets set forth above will be: (i) postponed by one year; and (ii) contingent upon the achievement of the 2027 CO₂ reduction target emitted by the Group's activities envisaged in the 2024-2027 Strategic Plan.

6.1.9 As mentioned in section 4.3 above, in order to comply with the industry regulatory provisions on functional unbundling, the Board of Directors, upon the proposal of the Remuneration Committee, approved the LTI-GI 2024-2026 Plan on 7 March 2024.

6.1.10 Pursuant to the LTI-GI 2024-2026 Plan, each Executives with Strategic Responsibilities recipient of the plan will receive a variable cash bonus depending on the level of EBITDA and ROI of the natural gas distribution business activities achieved with respect to the target envisaged by the LTI-GI 2024-2026 Plan itself. In particular, according to the regulation of the LTI 2024-2026 Plan, the amount of the medium-long term variable compensation to which each Executives with Strategic Responsibilities entitled under the LTI-GI 2024-2026 Plan shall be determined by applying a multiplier (to be determined upon the achievement of the aforesaid performance targets) to a target amount (equal to 20% of the fixed compensation of the annual base compensation of such Executives with Strategic Responsibilities for each of the three years of the vesting period of the plan) (the "DRS Target Bonus"). Below is the table for determining the multiplier to be applied to the LTI-GI DRS Target Award, in relation to the achievement of the

various *performance targets*⁷ :

Performance Indicator: Group EBITDA	Factor	Performance Indicator: ROI SBU Distribution	Factor
Actual EBITDA < 90% of Three-Year Target	0	ROI Current Distribution Business < 90% of Three-Year Target	0
Actual EBITDA between 90% and 94.99% of Three-Year Target	0.3	ROI Current Distribution Business between 90% and 94.99% of Three-Year Target	0.3
Actual EBITDA between 95% and 99.99% of Three-Year Target	0.4	ROI Current Distribution Business between 95% and 99.99% of Three-Year Target	0.4
Actual EBITDA between 100% and 104.99% of Three-Year Target	0.5	ROI Current Distribution Business between 100% and 104.99% of Three-Year Target	0.5
Actual EBITDA > 105% of Three-Year Target	0.6	ROI Current Distribution Business > 105% of Three-Year Target	0.6

Also in the case of the LTI-GI 2024-2026 Plan, it is envisaged that the payment of the 7.5% bonus to be paid to the beneficiaries on the basis of the achievement of the *performance targets* set forth *above* will be: (i) postponed by one year; and (ii) contingent upon the achievement of the 2027 CO₂ reduction target emitted by the Group's activities envisaged in the 2024-2027 Strategic Plan.

The People & Stakeholder Relations Department (with the support of the functions competent for the processing and management of the data relating to the Plan) ascertains whether the objectives assigned have actually been achieved, comparing the results set with the data provided by the competent internal functions on the basis of analytical surveys, with reference to the results of the financial statements, and communicates these findings to the Remuneration Committee.

7. PAY-MIX OF THE REMUNERATION OF THE CHIEF EXECUTIVE OFFICER AND MANAGERS WITH STRATEGIC RESPONSIBILITIES

Below is an indication of the relative proportion of the fixed and variable components of the total remuneration for the Chief Executive Officer and the Executives with Strategic Responsibilities pertaining to the financial year 2024, as well as the modulation of the fixed and

⁷ Actual EBITDA is derived from the data of Ascopiave's consolidated financial statements. ROI (*Return on Investment*) *Current Distribution Business* is derived from the restatement of data from the individual financial statements of the companies in the Group's distribution business. The data refer to the final figures for the three-year period 2021-2023

variable components of the remuneration of these individuals with reference to the level of achievement of various performance targets.



%	CEO General Manager	Minimum	Target	Maximum	%	Executives with Strategic Responsibilities	Minimum	Target	Maximum
100	Fixed Remuneration	100	100	100	100	Fixed Remuneration	100	100	100
20	Short Term Incentive	0	20	28	20	Short Term Incentive	0	20	28
20	Long Term Incentive	0	20	24	20	Long Term Incentive	0	20	24
	Total	100	140	152		Total	100	140	152
	CEO	Minimum	Target	Maximum		Executives with Strategic Responsibilities	Minimum	Target	Maximum
	Fixed Remuneration	100%	72%	66%		Fixed Remuneration	100%	72%	66%
	Short Term Incentive	0%	14%	18%		Short Term Incentive	0%	14%	18%
	Long Term Incentive	0%	14%	16%		Long Term Incentive	0%	14%	16%

8. THE REMUNERATION OF AUDITORS

The amount of the annual emoluments due to the members of the Board of Statutory Auditors for the office of auditor is determined by the Shareholders' Meeting at the time of appointment.

9. REVISION OF THE REMUNERATION POLICY FOR THE YEAR 2024 COMPARED TO THE YEAR 2023

During the first few months of 2024, the Remuneration Committee assessed any changes to be implemented with respect to the previous year's remuneration policy. In this regard, it should be noted that, in order to ensure an effective retention policy, Ascopiave monitors the level of remuneration envisaged for its employees with respect to the market and, as part of the short- and long-term incentive plans, it is envisaged that the beneficiaries include not only executive Directors and Executives with Strategic Responsibilities, but also employees of Ascopiave with management functions. In defining the remuneration policy, the Remuneration Committee evaluates the vote and the evaluation expressed by the Shareholders' Meeting that was last approved.

With reference to the changes made with respect to the previous remuneration policy, in addition to the renewal of the management and control bodies, the introduction of the new

medium-long term variable incentive plans (i.e., the LTI 2024-2026 Plan and the LTI-GI 2024-2026 Plan), following the conclusion of the vesting period of the previous LTI 2021-2023 incentive plans (the "LTI 2021-2023 Plan") and LTI-GI 2021-2023 (the "LTI-GI 2021-2023 Plan").

As mentioned, moreover, the LTI 2024-2026 Plan and the LTI-GI 2024-2026 Plan are consistent with the objectives of the Ascopiave Group's 2024-2027 Strategic Plan

SECTION II

"COMPENSATION 2023"

Part A

Part A of Section II of the report herein provides a representation of each of the items that represent the remuneration of Ascopiave's Directors, statutory auditors and Executives with Strategic Responsibilities, respectively, including the treatments provided in the event of termination of office or termination of employment.

A.1 ADMINISTRATORS

The Shareholders' Meeting of 18 April 2023 appointed a seven-member Board of Directors as follows:

NAME	CHARGE
Nicola Ceconato	Chairman
Federica Monti	Independent Director
Giovanni Zoppas ⁸	Independent Director
Cristian Novello	Independent Director
Greta Pietrobon	Non-Executive Director
Enrico Quarello	Non-Executive Director
Luisa Vecchiato	Independent Director

With regard to the remuneration of the members of the Board of Directors, the Shareholders' Meeting of 18 April 2023 established a total annual remuneration of Euro 380,000 for the Board of Directors, of which Euro 80,000 was to be paid to the Chairman and Euro 50,000 to each of the other Directors, without prejudice to the Board's authority to determine a further remuneration for Directors holding special offices, in accordance with the Articles of Association and as provided for by Article 2389, paragraph 3, of the Italian Civil Code.

Mr. Ceconato is one of the recipients of the STI ("Short Term Incentive") 2023 incentive scheme, linked to annual targets. The Board of Directors, upon the proposal of the Remuneration Committee, resolved to grant the Chairman, Managing Director and General Manager a short-term variable compensation equal to 20% of the annual fixed compensation envisaged for the year 2023. In this regard, it should be noted that, based on the data available as of the date of the report herein, the

⁸ Please note that Mr. Giovanni Zoppas was appointed Lead independent Director by the Board of Directors on 11 May 2023.

level of overall performance achieved with respect to the short-term performance targets envisaged for the year 2022 is equal to 120% of the performance target, a circumstance that, in accordance with the provisions of the short-term incentive plan for 2022 for the Chairman, Chief Executive Officer and General Manager, resulted in the awarding of a payout equal to 140% of the target bonus. Below are the details of the performance targets achieved and the related payout⁹ :

TSI 2023 - Objectives Director General	Relative Weight	Perf. Minimum and Maximum	Estimated Performance
Group EBITDA	30%	90% - 120%	120.0%
Net financial debt/EBITDA	30%	90% - 120%	120.0%
Optimising financial management	30%	90% - 120%	120.0%
Consolidated Net Profit	10%	90% - 120%	120.0%
Total Performance			120.0%
Total Payout			140%

The Chief Executive Officer and General Manager, Mr. Nicola Ceconato, is also among the recipients of the 2021-2023 LTI Plan, whose remuneration will be paid only after the approval of the financial statements as at 31 December 2023.

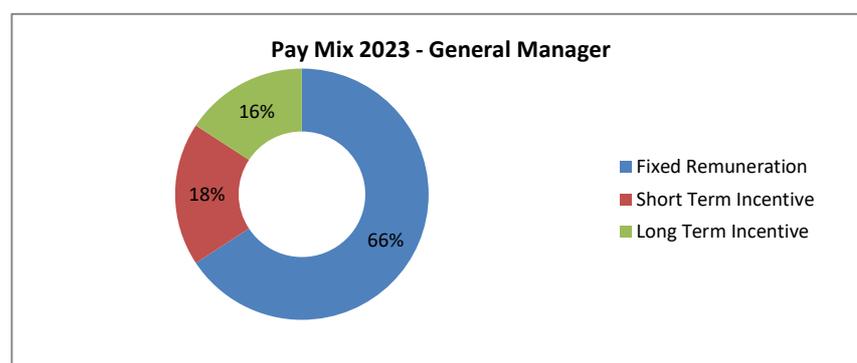
It should be noted that, in accordance with the regulation of the 2021-2023 LTI Plan, the Chief Executive Officer and General Manager will receive a bonus, 75% in cash and 25% in shares, variable depending on the level of EBITDA and Net Profit achieved with respect to the targets envisaged in the 2021-2023 LTI Plan. In particular, the amount of the medium-long term variable compensation to which the Chief Executive Officer and General Manager will be entitled will be determined by applying a multiplier (to be determined upon the achievement of the aforesaid performance targets) to a target amount (equal to 20% of the fixed compensation of the Chief Executive Officer and General Manager on an annual basis for each of the three years of the vesting period of the plan) (the "**AD Target Bonus**"). As anticipated above, the final determination of the bonus to be paid to the CEO and General Manager under the 2021-2023 LTI Plan will be made by the Board of Directors only after the Shareholders' Meeting approves Ascopiave's financial statements as of 31 December 2023. It should also be noted that the 2021-2023 LTI Plan envisages that the payment of the 7.5%

⁹ The final figures resulting from the budget can be normalised for the purpose of comparability with the defined target values.

bonus (10% of the portion of the bonus to be paid in cash) to be paid to the beneficiaries on the basis of the achievement of the performance targets indicated above will be: (i) postponed by one year; and (ii) conditional upon the achievement of the objective of reducing the CO₂ emitted by the Group's activities for 2024 envisaged in the 2020-2024 Strategic Plan. That said, for the sake of completeness, it should be noted that on the basis of the data available at the date of the report herein and the level of overall performance estimated with respect to the 2021-2023 LTI Plan targets, the payout envisaged for the Chief Executive Officer and General Manager with respect to the 2021-2023 LTI Plan is expected to be 100% of the 2021-2023 Target Award. The following table sets forth certain details relating to the multipliers to the 2021-2023 Target Bonus that, based on the performance levels estimated at the date of the report herein, are expected to be applied in order to determine the variable compensation to be awarded to the Chief Executive Officer and General Manager under the 2021-2023 LTI Plan

2021-2023 LTI Plan – Three- Year objectives Chief Executive Officer	Identification of the Target Bonus multiplier					Estimated Performance
	90% of Three- Year Target	Between 90% and 94.99% of Three- Year Target	Between 95% and 99.99% of Three- Year Target	Between 100% and 104.99% of Three- Year Target	> 105% of Three- Year Target	
Three-year Group EBITDA	0.0	0.3	0.4	0.5	0.6	0.5
Three-year Consolidated Net Profit	0.0	0.3	0.4	0.5	0.6	0.5
Total Payout (% of the Target Bonus)						100%

Based on the expected performance, the relative weight of the components of the CEO's remuneration pertaining to the year 2023 is depicted below:



As far as the members of the Audit and Risk Committee, the Remuneration Committee and the Sustainability Committee are concerned, the following remuneration was set:

- gross annual remuneration for the Chairman of each Committee: Euro 10,000;
- gross annual remuneration for the other members of each Committee: Euro 6,000.

A.2 MANAGERS WITH STRATEGIC RESPONSIBILITIES

Ascopiave's Executives with Strategic Responsibilities in 2023 were:

Riccardo Paggiaro - Chief Financial Officer of Ascopiave S.p.A.;

Antonio Vendraminelli - Chief Technology Officer of AP Reti Gas S.p.A.;

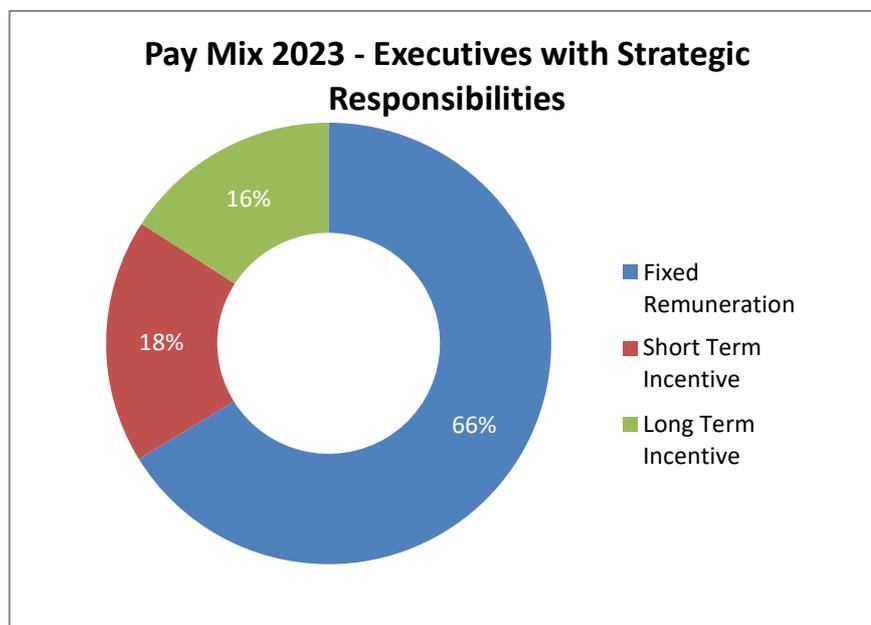
Giacomo Bignucolo - Director of Strategy, Planning & Control of Ascopiave S.p.A.;

During the year 2023, the remuneration of Executives with Strategic Responsibilities was composed of a fixed component and a short-term variable component, linked to the achievement of performance results ("Short Term Incentive"). Executives with Strategic Responsibilities also benefited, during the year, from the fringe benefit represented by the company car for mixed use.

On 4 March 2021, on the recommendation of the Remuneration Committee, the Board of Directors approved the LTI Plan 2021-2023 - approved by the Shareholders' Meeting on 29 April 2021 - and the LTI-GI Plan 2021-2023, the latter reserved for the Independent Manager and certain of the individuals reporting to the latter. Compensation related to these plans will be paid after the approval of the financial statements as of 31 December 2023.

For the sake of completeness, it should be noted that for both the LTI and LTI-GI 2021-2023 plans, it is envisaged that the payment of the 7.5% bonus to be paid to beneficiaries on the basis of the achievement of the performance targets indicated above will be: (i) postponed by one year; and (ii) conditioned on the achievement of the target for the reduction of CO₂ emitted by the Group's activities for 2024 envisaged in the 2020-2024 Strategic Plan.

For detailed information on the remuneration disbursed by Ascopiave to Directors and Executives having Strategic Responsibilities, as well as the incentive plans based on financial instruments, please refer to the information contained in Part B of Section II of the report herein. The documentation concerning the incentive plans based on financial instruments, including the documentation concerning the decisions of the competent body concerning the implementation of the aforesaid plans, is available on the Company's website (www.gruppoascopiave.it). Based on the expected performance, the relative weight of the components of the remuneration of Executives with Strategic Responsibilities pertaining to the year 2023 is represented below:



A.3 EFFECTS OF TERMINATION ON RIGHTS GRANTED UNDER INCENTIVE PLANS

With respect to the LTI Plan 2021-2023 and the LTI-GI Plan 2021-2023, the right of each beneficiary to the payment of premiums will accrue provided that the beneficiary has maintained during the *vesting* period an employment relationship or an administrative relationship with Ascopiave or with a company of the Ascopiave Group.

In the case of beneficiaries holding a Directorship, if such Directorship has ceased due to non-renewal of the office at the end of the 2023 financial year, the beneficiary shall retain the right to receive the award at the end of the vesting period, it being understood that, in this case, the amount of the award shall be reduced in proportion to the ratio of the number of financial years during which the Directorship has remained in force for the entire year to the number of financial years making up the vesting period.

In the event of termination of the employment or Directorship relationship as a result of death, retirement, dismissal without just cause of the employee or removal without just cause from the office of Director, the beneficiary shall retain the right to receive payment of the award at the end of the vesting period. It is understood that, in such a case, the amount of the bonus shall be reduced in proportion to the ratio of the number of financial years during which the employment or Directorship relationship remained in effect for the entire year to the number of financial years making up the vesting period.

Without prejudice to the foregoing, in any other case of termination of employment or of the management relationship, the beneficiary shall lose any and all rights to receive all or part of the premium.

The documentation containing detailed information on the LTI 2021-2023 Plan is available on the Company's website *www.gruppoascopiave.it*.

A.4 REMUNERATION AND INDEMNITIES PAID TO DIRECTORS AND EXECUTIVES WITH STRATEGIC RESPONSIBILITIES TERMINATED DURING THE YEAR

There were no terminations of office for Directors and Executives with Strategic Responsibilities during the financial year 2023.

A.5 AUDITORS

The Ascopiave Shareholders' Meeting held on 18 April 2023 provided for the renewal of the corporate bodies.

The Board of Statutory Auditors, as appointed by the Shareholders' Meeting, is composed of three Standing Auditors and two Alternate Auditors, as follows:

NAME	POSITION
Giovanni Salvaggio	Chairman
Luca Biancolin	Standing Auditor
Barbara Moro	Standing Auditor
Matteo Cipriano	Alternate Auditor
Marco Bosco	Alternate Auditor

The remuneration of the Statutory Auditors was determined by the same Shareholders' Meeting held on 18 March 2023, setting the gross annual remuneration at Euro 50,000 for the Chairman of the Board of Statutory Auditors and Euro 32,000 for each Statutory Auditor.

A.6 CONSIDERATION OF THE VOTE CAST BY THE ASCOPIAVE SHAREHOLDERS' MEETING

The Shareholders' Meeting held on 18 April 2023 voted in favour of Section II of the “Report on the Remuneration and Compensation Policy”. In addition, it should be noted that, with reference to Section II, there were no indications from Shareholders to be considered for the purposes of the report herein.

A.7 COMPLIANCE WITH THE REMUNERATION POLICY

The Remuneration Committee supported the Company's Board of Directors in verifying the conformity of the 2023 remuneration with the Company's remuneration policy, verifying the adequacy and concrete application of the policy.

Consistently with the objectives set out in Ascopiave's remuneration policy for the financial year 2023, the allocation of remuneration has contributed to the pursuit of long-term interests and the support of the performance of the Company and the Group, as outlined in the policy itself. Therefore, the objectives of motivating and retaining the Group's qualified professional resources, as well as aligning the interests of management with the medium-long term interests of the Company and its shareholders, as also demonstrated by the achievement of the performance targets as detailed above, can be considered achieved, also due to a weighted balance between the fixed and variable components - short and long term - of remuneration.

A.8 COMPARISON INFORMATION

The following table provides information comparing, for the last 2 financial years, the annual change in: (i) the total remuneration of each of the persons in office for whom the information in Section II of the Report is provided by name; (ii) the Group's results; and (iii) the average gross annual remuneration, measured on full-time employees, of employees other than the persons whose remuneration is provided by name in Section II of the Report.

Comparison information		
Variation	2023 vs. 2022	2022 vs. 2021
Directors' Remuneration		
Nicola Ceconato	-4.393	17.235
Enrico Quarello	+145.413	54.000
Greta Pietrobon	-7,302	14.288
Roberto Bet	npc*	npc*
Mariachiara Geronazzo	-46.472	20.581
Cristian Novello	+19.035	6.000
Luisa Vecchiato	+6.077	0
Monti Federica	+43.068	0
Zoppas Giovanni	+49.318	0
Auditors' Remuneration		
Giovanni Salvaggio	+19.233	2.520
Luca Biancolin	+8.061	1.370
Barbara Moro	+6.074	10.318
Var % Group results		
EBITDA	+23 Mln Euro (+32%)	+5 million Euro (+7.5%)
Var % Average remuneration on equivalent basis of full-time employees		
Group Employees	1,00%	0,96%

According to the Standards issued by the Global Sustainability Standards Board (GSSB), it is reported that in 2023, in the Ascopiave Group, the ratio of the annual total remuneration of the highest paid person to the median annual total remuneration of all employees (excluding the aforementioned person) is 19.21.

It should also be noted that in 2023, the ratio of the percentage increase in the annual total remuneration of the highest paid person to the median of increases as a percentage of the annual total remuneration of all employees is -1.88.

Part B

The following tables analytically report the compensation paid in 2023, for any reason and in any form, to Directors, Statutory Auditors and Executives with Strategic Responsibilities, by the Company and its subsidiaries or affiliates.

TABLE 1

**REMUNERATION PAID TO DIRECTORS, STATUTORY AUDITORS AND EXECUTIVES WITH STRATEGIC RESPONSIBILITIES, BY THE COMPANY AND ITS
SUBSIDIARIES OR ASSOCIATES**

I - Board of Directors

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and Surname	Charge	Period for which the office was held	Expiry of office	Fixed fees	Fees for participation in committees	Variable <i>non-equity</i> remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Allowances on termination of office or termination of employment
						Bonuses and other incentives	Profit-sharing					
Nicola Ceconato	Chairman/ A.D./D.G.	From 01.01.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company - Remuneration awarded for the office of Chairman and Managing Director</i>				607.500		253.225				860.725		
<i>(II) Compensation from subsidiaries and associates</i>												
<i>(III) Total</i>				607.500		253.225				860.725		
Enrico Quarello	Independent Director	From 01.01.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				50.000	7.413					57.413		
<i>(II) Compensation from subsidiaries and associates</i>				150.000						150.000		
<i>(III) Total</i>				200.000	7.413					207.413		
Greta Pietrobon	Non-Executive Director	From 01.01.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				50.000	17.698					67.698		
<i>(II) Compensation from subsidiaries and associates</i>				13.200						13.200		
<i>(III) Total</i>				63.200	17.689					80.898		
Roberto Bet (f)	Non-Executive Director	From 01.01.2023 to 18.04.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				0	0					0		
<i>(II) Compensation from subsidiaries and associates</i>												
<i>(III) Total</i>				0	0					0		
Mariachiara Geronazzo (g)	Independent Director	From 01.01.2023 to 18.04.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				14.795	4.734					19.529		
<i>(II) Compensation from subsidiaries and associates</i>				13.200						13.200		
<i>(III) Total</i>				27.995	4.734					32.729		
Cristian Novello	Independent Director	From 01.01.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				50.000	15.035					65.035		
<i>(II) Compensation from subsidiaries and associates</i>				20.000								
<i>(III) Total</i>				70.000	15.035					85.035		

Luisa Vecchiato	Independent Director	From 01.01.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				50.000	12.077					62.077		
<i>(II) Compensation from subsidiaries and associates</i>				15.000						15.000		
<i>(III) Total</i>				65.000	12.077					77.077		
Giovanni Zoppas	Independent Director	From 18.04.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				35.342	7.726					43.068		
<i>(II) Compensation from subsidiaries and associates</i>				25.250						25.250		
<i>(III) Total</i>				60.592						68.318		
Federica Monti	Independent Director	From 18.04.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				35.342	7.726					43.068		
<i>(II) Compensation from subsidiaries and associates</i>												
<i>(III) Total</i>				35.342	7.726					43.068		

II - Board of Auditors

Name and Surname	Charge	Period for which the office was held	Expiry of office	Fixed fees	Fees for participation in committees	Variable <i>non-equity</i> remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Allowances on termination of office or termination of employment
						Bonuses and other incentives	Profit-sharing					
Giovanni Salvaggio	Chairman of the Board of Auditors	From 01.01.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				47.178						47.178		
<i>(II) Compensation from subsidiaries and associates</i>				14.575						14.575		
<i>(III) Total</i>				61.753						61.753		
Luca Biancolin	Statutory Auditor	From 01.01.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				30.608					8.573	39.181		
<i>(II) Compensation from subsidiaries and associates</i>				45.250					15.000	60.250		
<i>(III) Total</i>				75.858					23.573	99.431		
Barbara Moro	Statutory Auditor	From 01.01.2023 to 31.12.2023	Budget 2023									
<i>(I) Remuneration in the reporting company</i>				30.608						30.608		
<i>(II) Compensation from subsidiaries and associates</i>				12.784						12.784		
<i>(III) Total</i>				43.392						43.392		

III - Managers with Strategic Responsibilities

Name and Surname	Charge	Period for which the office was held	Expiry of office	Fixed fees	Fees for participation in committees	Variable <i>non-equity</i> remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Allowances on termination of office or termination of employment
						Bonuses and other incentives	Profit-sharing					
Managers with Strategic Responsibilities (No. 3)		2023										
<i>(I) Remuneration in the reporting company</i>				265.000		128.000		5.230		398.230		
<i>(II) Compensation from subsidiaries and associates</i>				170.000		82.000		2.931		254.931		
<i>(III) Total</i>				435.000		210.000		8.161		653.161		

NOTES:

(1) "**Fixed remuneration**": are indicated separately, possibly in a note, and on an accrual basis: (i) accrual emoluments resolved by the Shareholders' Meeting, even if not paid; (ii) attendance fees; (iii) lump-sum expense reimbursements; (iv) compensation received for holding particular offices, pursuant to Article 2389, paragraph 3, of the Italian Civil Code (e.g., Chairman, Vice-Chairman); (v) fixed employee remuneration gross of social security and tax charges payable by the employee, excluding mandatory collective social security charges payable by the company and provision for severance indemnity. Other components of employee remuneration (bonuses, other remuneration, non-monetary benefits, etc.), if any, should be indicated in the relevant columns, specifying, in the footnote, the portion paid out by virtue of the directorship relationship and the portion paid out by virtue of the employee relationship. Compensation not received by the person due to waiver thereof is not reported.

(2) "**Fees for participation in committees**": are indicated on an accrual basis and may be indicated at an aggregate level. In the notes, an indication is given of the committees of which the Director is a member and, in the case of participation in several committees, the remuneration he receives for each one.

(3) - "**Bonuses and other incentives**": this includes the portions of remuneration accrued (vested), even if not yet paid, during the financial year for objectives achieved during the year itself, in relation to cash incentive plans. The amount is reported on an accrual basis even if the approval of the financial statements has not yet taken place and also for the portion of the bonus that may be subject to deferral. In no case are the values of *stock options* granted or exercised or other compensation in financial instruments included. This value corresponds to the sum of the amounts shown in Table 3B, columns 2A, 2B and 4, line (III) below.

- "**Profit-sharing**": the amount is reported on an accrual basis, even if the approval of the financial statements and the distribution of profits have not yet taken place.

(4) "**Non-monetary benefits**": the value of fringe benefits (on a taxable basis) including any insurance policies and supplementary pension funds is shown.

(5) "**Other remuneration**": all other remuneration arising from other services rendered is disclosed separately and on an accrual basis. Information is provided in the notes on any loans, advance payments and guarantees, granted by the company or its subsidiaries to the executive Directors and the chairman of the board of Directors, in the event that, taking into account the particular conditions (deviating from market conditions or those applicable in a standardised form to categories of persons), they represent a form of indirect remuneration.

(6) "**Total**": Items (1) to (5) are added together.

(7) "**Fair value of equity compensation**": indicates the *fair value* at the grant date of equity compensation for the year for equity-based incentive plans, estimated in accordance with international accounting standards. This value corresponds to the sum of the amounts indicated in column 16, line III of Table 2 below and column 12, line III of Table 3A.

(8) "**Indemnities for termination of office or termination of employment**": the indemnities accrued, even if not yet paid, in favour of Directors for termination of office during the financial year in question are indicated, with reference to the financial year in which the actual termination of office occurred. The estimated value of any payment of non-monetary benefits, the amount of any consultancy contracts and indemnities relating to the assumption of non-competition undertakings shall also be disclosed. The amount of indemnities for non-competition undertakings shall be disclosed only once upon termination of office, specifying in the first part of the second section of the report the duration of the non-competition undertaking and the date of actual payment.

(III) "**Total**": The remuneration received by the reporting company and the remuneration received for services in subsidiaries and affiliated companies are added together in each column.

TABLE 3A: Share-based incentive plans, other than stock options, for Directors and Executives with Strategic Responsibilities

A	B	(1)	Financial instruments allocated in previous years not vested during the year		Financial instruments assigned during the year					Financial instruments vested during the year and not allocated	Financial instruments vested during the year and attributable		Financial instruments for the year
			(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Name and Surname	Charge	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at grant date	Vesting period	Allocation date (date of Board of Directors' meeting to implement resolution)	Market price at assignment	Number and type of financial instruments	Number and type of financial instruments	Value at maturity date	Fair value
Nicola Ceconato	Chairman/A.D./D.G.												
<i>(I) Remuneration in the reporting company</i>	<i>LTI 2021-2023*</i>										13,500 Ascopiave SpA shares	30.375	
<i>(II) Compensation from subsidiaries and associates</i>													
<i>(III) Total</i>											13,500 Ascopiave SpA shares	30.375	
Managers with Strategic Responsibilities (No. 3)													
<i>(I) Remuneration in the reporting company</i>	<i>LTI 2021-2023*</i>										2,667 Ascopiave SpA shares	6.000	
<i>(II) Compensation from subsidiaries and associates</i>													
<i>(III) Total</i>											2,667 Ascopiave SpA shares	6.000	

NOTES:

(*) **LTI 2021-2023**: the incentive values relating to the 2021-2023 Long-Term Incentive Plan (Long-Term Incentive) are a projection of the Plan's results, determined on the basis of the data available as of the date of preparation of the report herein; however, they do not in any way determine an entitlement with respect to the payment of incentive remuneration, the effectiveness of which will be determined only after the approval of the financial statements for the year 2023 and the final balance of the data relating to CO₂ emissions of the Ascopiave Group as of 2024.

(5) "**Fair value at the grant date**": is indicated with reference to all financial instruments granted in connection with each Plan and not with reference to each instrument.

"**Vesting period**": means the period between the time when the right to participate in the incentive scheme is granted and the time when the right vests.

"**Financial instruments vested during the financial year and not allocated**": these are financial instruments for which the *vesting* period ended during the financial year and which have not been allocated to the recipient due to the non-fulfilment of the conditions to which the allocation of the instrument was conditional (e.g. failure to meet targets).

"**Value at vesting date**": is the value of financial instruments accrued, even if not yet paid (e.g. due to *lock-up* clauses), at the end of the vesting period.

(12) "**Fair value**": represents the fair value of all vested and non-vested options not yet exercised

(III) "**Total**": is indicated by reference to columns (5), (11) and (12).

TABLE 3B: Cash Incentive Plans for Directors and Executives with Strategic Responsibilities

A Name and Surname	B Charge	(1) Plan	(2) Bonus of the Year			(3) Bonuses from previous years			(4) Other bonuses
			(A) Dispensabile/ Dispensed	(B) Deferred	(C) Deferment period	(A) No longer deliverable	(B) Dispensabile/ Dispensed	(C) Still Different	
Nicola Ceconato	Chairman A.D./D.G.								
		<i>TSI 2023*</i>	170.100						
		<i>LTI 2021-2023**</i>	63.218	5.126	1 year				
		<i>(II) Compensation from subsidiaries and associates</i>							
		<i>(III) Total</i>	233.318	5.126					
Managers with Strategic Responsibilities (No. 3)									
		<i>(I) Remuneration in the reporting company</i>							
		<i>TSI 2023*</i>	72.222						
		<i>LTI-2021-2023**</i>	12.487	1.012	1 year				
		<i>LTI-GI 2021-2023***</i>	20.119	1.631	1 year				
		<i>(II) Compensation from subsidiaries and associates</i>							
		<i>TSI 2023*</i>	45.176						
		<i>LTI-GI 2021-2023***</i>	23.671	1.919	1 year				
		<i>(III) Total</i>	173.675	4.562					

NOTES:

(*) **TSI 2023**: values estimated on the basis of figures available at the date of preparation of the report herein.

(**) **LTI 2021-2023**: the incentive values relative to the 2021-2023 Long-Term Incentive Plan (Long-Term Incentive) are a projection of the Plan's results, determined on the basis of the data available as of the date of preparation of the report herein; however, they do not in any way determine an entitlement with respect to the disbursement of incentive remuneration, the effectiveness of which will be determined only after the approval of the financial statements for the year 2023 and the final balance of the data relative to CO₂ emissions of the Ascopiave Group as of 2024.

(***) **LTI-GI 2021-2023**: the incentive values relating to the Long Term Incentive Monetary Plan reserved for the Independent Manager (Long Term Incentive - Independent Manager) 2021-2023 are a projection of the results of the Plan, determined on the basis of the data available as of the date of preparation of the report herein; however, they do not in any way determine an entitlement with respect to the payment of incentive remuneration, the effectiveness of which will be determined only after the approval of the financial statements for the year 2022 and the final balance of the data relating to CO₂ emissions of the Ascopiave Group as of 2024.

The total (III) is shown with reference to all columns with the exception of column (2C).

Column 2A shows the bonus accrued for the year for objectives achieved during the year and paid or payable because it is not subject to further conditions (so-called upfront remuneration).

Column 2B shows the bonus linked to objectives to be achieved in the financial year but not payable because it is subject to further conditions (so-called deferred bonus).

Column 3A' shows the sum of bonuses deferred in previous years still to be disbursed at the beginning of the financial year and no longer payable due to non-fulfilment of the conditions to which they are subject.

Column 3B shows the sum of bonuses deferred in previous years still to be paid at the beginning of the year and paid during the year or payable.

Column 3C shows the sum of bonuses deferred in previous years still to be paid at the beginning of the financial year and further deferred.

The sum of the amounts indicated in columns 3A, 3B and 3C corresponds to the sum of the amounts indicated in columns 2B and 3C of the previous year.

The column "**Other Bonuses**" shows bonuses pertaining to the financial year that are not explicitly included in special plans defined ex ante.

If an aggregate representation benchmark is adopted, the following information must be provided in the table:

- total bonuses for the year, broken down into disbursed and deferred, with an indication of the average deferral period for the latter;
- total bonuses from previous years, broken down into no longer payable, disbursed and still deferred;
- other overall bonuses.

Shareholdings

The following tables, drawn up in accordance with Schedule 3B, Table 7-ter, of the Issuers' Regulations, illustrate the shareholdings held by Directors, Statutory Auditors and Executives with Strategic Responsibilities in the Company and its subsidiaries.

TABLE A: Administrators

Name and Surname	Charge	Involved company	Number of shares held as at 31.12.2022 or the date of appointment	Number of shares purchased including for incentive plans	Number of shares sold	Number of shares held as at 31.12.2023
Cecconato Nicola	Chairman and CEO from 01.01.2022 to 31.12.2022	Ascopiave	90.000	100.000	0	190.000
Quarello Enrico	Director from 01.01.2022 to 31.12.2022	Ascopiave	0	0	0	0
Pietrobon Greta	Director from 01.01.2022 to 31.12.2022	Ascopiave	0	0	0	0
Bet Roberto	Director from 01.01.2022 to 31.12.2022	Ascopiave	1.920	0	0	1.920
Geronazzo Mariachiara	Director from 01.01.2022 to 31.12.2022	Ascopiave	0	0	0	0
Novello Cristian	Director from 01.01.2022 to 31.12.2022	Ascopiave	0	0	0	0
Vecchiato Luisa	Director from 01.01.2022 to 31.12.2022	Ascopiave	1.200	0	0	1.200

TABLE B: Auditors

Name and Surname	Charge	Involved company	Number of shares held as at 31.12.2022 or the date of appointment	Number of shares purchased including for incentive plans	Number of shares sold	Number of shares held as at 31.12.2023
Giovanni Salvaggio	Chairman Board of Statutory Auditors since Statutory Auditor since 01.01.2022 to 31.12.2022	Ascopiave	0	0	0	0
Luca Biancolin	Standing Auditor from 01.01.2022 to 31.12.2022	Ascopiave	0	0	0	0
Barbara Moro	Standing Auditor from 01.01.2022 to 31.12.2022	Ascopiave	0	0	0	0

TABLE C: Managers with Strategic Responsibilities

Name and Surname	Charge	Involved company	Number of shares held as at 31.12.2022 or the date of appointment	Number of shares purchased including for incentive plans	Number of shares sold	Number of shares held as at 31.12.2023
Other executives with strategic responsibilities (No. 3)	Strategic managers	Ascopiave	4.590	0	0	4.590

THE PROPOSED RESOLUTION IS AS FOLLOWS:

Dear Shareholders,

Pursuant to Art. 123-ter, TUF, you are summoned to cast a binding vote on the Remuneration Policy of Ascopiave S.p.A., contained in Section I of the Report on the remuneration policy and compensation paid by the Company, and to cast an advisory vote on the contents of Section II, Compensation 2023, of the same report.

The Shareholders are reminded that Article 123-ter, TUF, requires that a report on the remuneration policy and the compensation paid to the members of the administration and control bodies, General Managers and executives with strategic responsibilities of the issuing company be made available to the public at the registered office of the issuer and of the company managing the regulated market, as well as on the issuer's website, at least twenty-one days prior to the shareholders' meeting called to approve the financial statements.

In accordance with the law, the report herein is divided in two sections:

- the first section (the so-called remuneration policy) sets out the Issuer's policy on the remuneration of the members of the board of Directors, General Managers, managers with strategic responsibilities and auditors of the Company;
- The second section describes the individual items making up the remuneration of the above-mentioned persons and contains an analytical illustration of the disbursements with reference to the past financial year, for any reason and in any form, by the issuer and the issuer's subsidiaries and affiliates.

Pursuant to Article 123-ter, TUF, the Company's Board of Directors approved the Report on the remuneration policy and compensation paid at the Board meeting held on 7 March 2024, at the proposal of the Remuneration Committee, which met on 5 March 2024.

The remuneration policy described in Section I of the Report on the remuneration policy and compensation paid by the Company, pursuant to Article 84-quater, paragraph 2-bis of the Regulation on Issuers:

- a) indicates how it contributes to corporate strategy, the pursuit of long-term interests and the sustainability of the company, and is determined by taking into account the remuneration and working conditions of the company's employees;
- b) defines the different components of remuneration that may be awarded. In the case of variable remuneration, it establishes clear, comprehensive and differentiated benchmarks for the recognition of such remuneration, based on financial and non-financial performance targets, where appropriate taking into account benchmarks relating to corporate social responsibility;
- c) specifies the elements of the policy from which, in the presence of exceptional circumstances indicated in Article 123-ter, Paragraph 3-bis of the Consolidated Law on Finance, it is possible to temporarily derogate and the procedural conditions under which, without prejudice to the provisions of Regulation No. 17221 of 12 March 2010 on related party transactions, the derogation may be applied.

Section II of the Report on the remuneration policy and compensation paid by the Company ("Compensation 2023") illustrates the items that represent the remuneration of Ascopiave's Directors (divided between Directors holding special offices/executive Directors and non-executive Directors), control bodies and executives with strategic responsibilities and indicates, analytically, the remuneration paid in the financial year 2023.

The contents of Section I and Section II of the Report on the remuneration policy and compensation paid have been defined in accordance with Article 84-quater of the Regulation on Issuers and Annex 3A, Schedule 7-bis of the Regulation on Issuers.

The Report on the remuneration policy and compensation paid, pursuant to Article 123-ter of the Consolidated Law on Finance, is available to the public at Ascopiave's registered office and published and stored in the "*eMarket Storage*" system of Teleborsa S.r.l. and available on the website www.gruppoascopiave.it.

* * *

Dear Shareholders,

All of the above being stated, the Board of Directors proposes the following:

“The Ordinary Shareholders' Meeting of Ascopiave S.p.A.:

- after examining the Report on the Remuneration and Compensation paid by the Company, pursuant to Article 123-ter of the Consolidated Law on Finance,

resolves

- to express a favourable opinion on the Remuneration Policy (Section I of the Report on the remuneration policy and compensation paid), it being understood that, pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of the Consolidated Law on Finance, the result of such resolution is binding for the Company;

- to vote in favour of Section II of the Report on the remuneration policy and compensation paid, it being understood that, pursuant to Article 123-ter, paragraph 6, of the Consolidated Law on Finance, the result of such resolution is of an advisory nature and not binding for the Company”.

Pieve di Soligo (TV), 7 March 2024

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
Dr. Nicola Ceconato